

EXHIBIT A

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-K

(Mark One)

- ☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED DECEMBER 31, 2000; OR
- ☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE TRANSITION PERIOD FROM _____ TO _____

Commission File Number 1-10315

HEALTHSOUTH CORPORATION

(Exact Name of Registrant as Specified in its Charter)

DELAWARE

63-0860407

(State or Other Jurisdiction (I.R.S. Employer Identification No.)
of Incorporation or Organization)

ONE HEALTHSOUTH PARKWAY
BIRMINGHAM, ALABAMA

35243

(Address of Principal Executive (Zip Code)
Offices)

Registrant's Telephone Number, Including Area Code: (205) 967-7116

Securities Registered Pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on which Registered
COMMON STOCK, PAR VALUE \$.01 PER SHARE	NEW YORK STOCK EXCHANGE

Securities Registered Pursuant to Section 12(g) of the Act: NONE

Indicate by check mark whether the Registrant (1) has filed all Reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such Reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

State the aggregate market value of the voting stock held by non-affiliates of the Registrant as of March 26, 2001:

Common Stock, par value \$.01 per share -- \$5,221,026,283

Indicate the number of shares outstanding of each of the Registrant's classes of common stock, as of the latest practicable date.

Class	Outstanding at March 26, 2001
COMMON STOCK, PAR VALUE \$.01 PER SHARE	389,463,041 SHARES

DOCUMENTS INCORPORATED BY REFERENCE

No documents are incorporated by reference into this Annual Report on Form 10-K.
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HEALTHSOUTH CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

15. RELATED PARTY

In December 1999, the Company acquired 6,390,583 shares of Series A Convertible Preferred Stock of MedCenterDirect.com, inc., a development-stage healthcare e-procurement company, in a private placement for a purchase price of \$0.3458 per share. Various persons affiliated or associated with the Company, including various of the Company's Directors and executive officers, also purchased shares in the private placement. Under a Stockholders Agreement, the Company and the other holders of the Series A Convertible Preferred Stock, substantially all of whom may be deemed to be Company affiliates or associates, have the right to elect 50% of the directors of MedCenterDirect.com. During 2001, the Company expects to enter into a definitive long-term exclusive agreement under which MedCenterDirect.com will be the Company's exclusive e-procurement vendor of medical products and supplies. The Company expects that the terms of such agreement will be no less favorable than those the Company could obtain from an unrelated vendor.

16. SUBSEQUENT EVENT

On February 1, 2001, the Company issued \$375,000,000 in 8-1/2% Senior Notes due 2008 (the "8-1/2% Notes"). The 8-1/2% Notes are unsecured, unsubordinated obligations of the Company. The net proceeds from the issuance of the 8-1/2% Notes were used to pay down indebtedness outstanding under the Company's credit facilities.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

HEALTHSOUTH CORPORATION

By: RICHARD M. SCRUSHY

Richard M. Scrushy,
Chairman of the Board
and Chief Executive Officer

Date: March 29, 2001

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

SIGNATURE	CAPACITY	DATE
RICHARD M. SCRUSHY Richard M. Scrushy	Chairman of the Board and Chief Executive Officer and Director	March 29, 2001
WILLIAM T. OWENS William T. Owens	Executive Vice President and Chief Financial Officer and Director	March 29, 2001
WESTON L. SMITH Weston L. Smith	Senior Vice President-Finance and Controller (Principal Accounting Officer)	March 29, 2001
C. SAGE GIVENS C. Sage Givens	Director	March 29, 2001
CHARLES W. NEWHALL III Charles W. Newhall III	Director	March 29, 2001
GEORGE H. STRONG George H. Strong	Director	March 29, 2001
PHILLIP C. WATKINS Phillip C. Watkins	Director	March 29, 2001
JOHN S. CHAMBERLIN John S. Chamberlin	Director	March 29, 2001
JOEL C. GORDON Joel C. Gordon	Director	March 29, 2001
LARRY D. STRIPLIN, JR. Larry D. Striplin, Jr.	Director	March 29, 2001